

# Noni·B

Noni B Limited ABN 96 003 321 579

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Voting Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

[www.investorvote.com.au](http://www.investorvote.com.au)

- Cast your vote or appoint a proxy
- Access the annual report
- Review and update your securityholding

### Your secure access information is:

Control Number:

SRN/HIN:

**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**For your vote to be effective it must be received by 10.00am (AEST) Monday 27 October 2008**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Casting Your Vote Directly

**Voting 100% of your holding:** Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

## Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.computershare.com](http://www.computershare.com).

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Noni-B Limited hereby appoint

the Chairman of the Meeting **OR**



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Noni-B Limited to be held at Level 18, Grosvenor Place, 225 George Street, Sydney, NSW on Wednesday, 29 October 2008 at 10.00am and at any adjournment of that meeting.

**Important for Item 3:** If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 3 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 3 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of this item.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

### STEP 2 Items of Business



**PLEASE NOTE:** If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Re-election of Mr. Robert Critchley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr. Alan Kindl as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Non-Executive Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_ / \_\_\_\_ / \_\_\_\_

**Noni·B**  
Limited  
ABN 96 003 321 579

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of the Members of Noni B Limited (“Company”) will be held at Level 18, Grosvenor Place, 225 George Street, Sydney, NSW at 10.00am on 29 October 2008.

**Ordinary Business**

**Accounts and Reports**

To receive and consider the Financial Statements of the Company including the balance sheet and income statement and statements of cash flows of the Company, the consolidated financial statement, the directors’ declaration and the Reports of the Directors and Auditors for the financial year ended 29 June 2008.

The annual report is able to be viewed online at the following address [www.nonib.com.au/annual-results](http://www.nonib.com.au/annual-results)

**Resolution 1 – Re-election of Mr. Robert Critchley as a Director**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr. Robert Critchley, having retired from his office as a director of the Company in accordance with rule 6.1(f) of the Constitution of the Company and, being eligible, having offered himself for re-election, be re-elected as a director of the Company.”

*Explanatory note:*

*Under rule 6.1(f) of the Constitution of the Company, Bob must retire from office as a director. As indicated in the Company’s ASX Announcement dated 12 September 2008, Bob Critchley has advised that he will step down as chairman of the Company following this Annual General Meeting. However, to ensure that the Company maintains appropriate corporate governance standards, Bob has agreed to seek re-election, and if re-elected, Bob currently intends to remain an independent non-executive Director pending completion of a board review and the appointment of one or more independent non-executive Directors.*

*Bob Critchley is a strategic workforce consultant and author. He was previously International President for DBM, the world’s leading outplacement and career management company, and had previously served in various global roles with that company. He has been a member of the Noni B management group since November 1998 and was appointed a director and Chairman in October 1999. Bob has in excess of 27 years’ experience in the banking and finance industry in Australia and overseas. He has an economics degree and is a Certified Practising Accountant. He is a non-executive director of Adelhill Limited since January 1989, Becton Development Group since February 2001, Chairman of Thomas & Coffey Limited since May 2002, and was Chairman of Tidewater Investments Limited (Formerly Trent Capital Limited) from May 2003 until September 2006, and director of Coates Hire Limited from August 1996 until October 2006.*

**Resolution 2 – Re-election of Mr. Alan Kindl as a Director**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr. Alan Kindl, having retired from his office as a director of the Company in accordance with rule 6.1(f) of the Constitution of the Company and, being eligible, having offered himself for re-election, be re-elected as a director of the Company.”

*Explanatory note:*

*Alan Kindl, with a partner in 1977 acquired two women’s fashion stores at Belmont and Swansea NSW which were the foundation of Noni B Limited. Alan was first appointed a director of Noni B in June 1987. In 1989, the Kindl family became the sole owner of Noni B and Alan set a strategy for the direction and future growth of the company.*

*In April 2008 as a result of a succession strategy, Alan stepped down as Managing Director and was replaced by his sons James and David. He remains on the Noni B Board as a non-executive Director. Alan has a Bachelor of Science degree from the University of New South Wales. He is active in community affairs and has been a councillor on the Australian Retailers Association of New South Wales.*

### **Resolution 3 – Non-Executive Directors’ Remuneration**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That in accordance with ASX Listing Rule 10.17 and clause 6.3(a) of the Company’s Constitution the maximum aggregate remuneration of the non-executive Directors be increased by \$150,000 per annum to \$350,000 per annum.”

#### *Explanatory note:*

*In accordance with ASX Listing Rule 10.17 and clause 6.3(a) of the Company’s Constitution any proposed increase in the total amount of fees payable to the non-executive Directors of the Company must be approved by ordinary resolution of the shareholders in general meeting.*

*The non-executive Directors of the Company are currently Mr Robert Critchley, Ms Lynn Wood and Mr Alan Kindl. As noted above, Mr Kindl stepped down from his position as the Managing Director in April 2008 and now acts as a non-executive Director.*

*The current maximum aggregate amount which may be paid to non-executive Directors per annum is \$200,000.*

*Shareholder approval is sought to approve an increase in the total amount of remuneration which may be paid to non-executive Directors by \$150,000 per annum to a maximum aggregate of \$350,000 per annum.*

*The proposed maximum amount will provide flexibility to allow for payment of appropriate fees over time and is intended to accommodate the increase in the number of non-executive Directors during the previous reporting period.*

*In determining the proposed increase in aggregate fees payable to non-executive Directors, the Board also considers the following issues to be relevant:*

- 1. the number of non-executive Directors of the Company has increased by 1 since 2007; and*
- 2. the level of non-executive directors fees of similar sized companies.*

#### *Voting Exclusion Statement:*

*As required by the ASX Listing Rules, the Company will disregard any votes on Resolution 3 by:*

- any Director; and*
- an associate of a Director.*

*However, the Company need not disregard a vote if:*

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form; or*
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

### **Resolution 4 – Adoption of Remuneration Report**

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

“That the Remuneration Report, contained in the Directors’ Report, set out on pages 10 to 16 of the Company’s Annual Report for the financial year ended 29 June 2008 be adopted.”

### **Other Business**

To transact any other business which may be lawfully brought forward in accordance with the Constitution and the Corporations Act 2001.

### **Proxies**

A member entitled to attend and vote at the meeting has the right to appoint a proxy to attend and vote instead of the member. The proxy need not be a member of the Company.

A member who is entitled to cast 2 or more votes at the meeting may appoint not more than 2 proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions).

A form for the appointment of a proxy is enclosed with this Notice.

To record a valid vote members will need to take the following steps:

Cast your vote online by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and following the instructions and information provided on the enclosed proxy form; or

Complete and lodge the Proxy Form (and the power of attorney or other authority (if any) under which it is signed, or a certified copy of it) at:

- (a) the share registry of the Company, Computershare Investor Services Pty Limited, located at GPO Box 242, Melbourne VIC 3001, or by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) ; or
- (b) the registered office of the Company located at 10 Garling Road, Kings Park, NSW 2148, or by facsimile on (02) 9831 2146,

no later than 48 hours before the time for the holding of the meeting.

#### **Determination of Voting Entitlements**

The Company has determined in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that for the purposes of the meeting, the shareholding of each shareholder for the purpose of ascertaining the voting entitlements at the meeting will be as it appears in the Share Register at 7.00 pm Sydney time on 27 October 2008. Members may vote by attending the meeting in person, by proxy, attorney or where a member is a body corporate, by its authorised representative.

BY ORDER OF THE BOARD



Simon Der Stepanian  
Company Secretary  
17 September 2008